EXHIBIT A

(Stipulation Memorializing Bid Improvement by
Verona International Holdings, Inc.)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

In re:	§	**Chapter 11**
	§	
SPHERATURE INVESTMENTS LLC,	§	**Case No.: 20-42492**
et al.,	§	
	§	
	§	
Debtors.[1]	§	**Jointly Administered**

**STIPULATION MEMORIALIZING BID IMPROVEMENT
BY VERONA INTERNATIONAL HOLDINGS, INC.**

The above-captioned debtors and debtors-in-possession (collectively, the "Debtors") and

Verona International Holdings, Inc. (the "Purchaser" and together with the Debtors, the "Parties")

hereby enter into this stipulation (the "Stipulation") and agree as follows:

WHEREAS, on November 4, 2021, the Debtors filed a notice of the Final Amended Joint

Plan for Spherature Investments LLC and its Debtor Affiliates (as amended and modified, the

"Plan") at Docket No. 675 reflecting the terms of the Purchaser's bid for substantially all of the

Debtors' assets;

WHEREAS, on November 5, 2021, the Debtors announced on the record at the hearing

held before this Court that the Purchaser agreed to improve its offer by (i) increasing its cash offer

by an additional $300,000, and (ii) eliminating the $6,000,000 floor of the Tiered Percentage of

the Royalty Earn Out Payments (the "Bid Improvement");

WHEREAS, on November 12, 2021, the *United States Bankruptcy Court for the Eastern*

District of Texas entered the Order Approving Disclosure Statement and Confirming Final

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[1] The "Debtors" in the above-captioned jointly administered chapter 11 bankruptcy cases ("Cases") are: Spherature Investments LLC ("Spherature") EIN#5471; Rovia, LLC ("Rovia") EIN#7705; WorldVentures Marketing Holdings, LLC ("WV Marketing Holdings") EIN#3846; WorldVentures Marketplace, LLC ("WV Marketplace") EIN#6264; WorldVentures Marketing, LLC ("WV Marketing") EIN#3255; WorldVentures Services, LLC ("WV Services") EIN#2220.

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Amended Joint Plan for Spherature Investments LLC and Its Debtor Affiliates at Docket No. 708 (the "Confirmation Order");

WHEREAS, the Bid Improvement was not included in the Confirmation Order or reflected in the Plan, and the Parties desire to memorialize the Bid Improvement.

NOW, THEREFORE, IT IS STIPULATED AND AGREED BY THE PARTIES THAT:

"Cash Component" and "Tiered Percentage(s)," as used in the Plan, shall mean as follows:

a. "*Cash Component*" means the amount of Cash payable by Purchaser to the Debtors, at the closing of the Sale Transaction and upon the Effective Date, in the amount (if a positive number) of ~~$2,600,000~~ **$2,900,000** minus each of (y) those utility deposits that are not the Retained Utility Deposits, and (z) the difference between (i) $4,250,000, and (ii) the balance of the Merchant Accounts.

b. "*Tiered Percentage(s)*" means the following:

- 5% of Gross Sales equal to or in excess of $12,000,000.00; or
- 4% of Gross Sales equal to or in excess of $10,000,000.00 but are less than $12,000,000.00; or
- 3% of Gross Sales equal to or in excess of $9,000,000.00 but are less than $10,000,000.00; or
- 2% of Gross Sales equal to or in excess of $8,000,000.00 but are less than $9,000,000.00; or
- 1% of Gross Sales ~~equal to or in excess of $5,999,999, but are~~ less than $8,000,000.00.

/s/ Marcus A. Helt
Marcus A. Helt (Texas Bar No. 24052187)
Debbie E. Green (Texas Bar No. 24059852)
Jack G. Haake (Admitted *Pro Hac Vice*)
MCDERMOTT WILL & EMERY LLP
2501 North Harwood Street, Suite 1900
Dallas, Texas 75201
Tel: (214) 210-2821

/s/ Kurt F. Gwynne
Kurt F. Gwynne (Admitted *Pro Hac Vice*)
REED SMITH LLP
1201 Market Street, Suite 1500
Wilmington, Delaware 19801
(302) 778-7500
(302) 778-7575
Kgwynne@reedsmith.com

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Fax: (972) 528-5765

mhelt@mwe.com

dgreen@mwe.com

jhaake@mwe.com

COUNSEL FOR THE DEBTORS
AND DEBTORS-IN-POSSESSION

and

Keith Aurzada (Texas Bar No. 24009880)

Bradley J. Purcell (Texas Bar No. 24063965)

REED SMITH LLP

2850 N. Harwood, Suite 1500

Dallas, Texas 75201

Tel: (469) 680-4200

Fax: (469) 680-4299

kaurazada@reedsmith.com

bpurcell@reedsmith.com

ATTORNEYS FOR VERONA
INTERNATIONAL HOLDINGS, INC.

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